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*Proposed Counsel for the Official Committee
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

** All papers shall be filed in the Lead
Case.
No. 19-30088 (DM)*

**DECLARATION OF THOMAS R. KRELLER
REGARDING THE MOTION OF DEBTORS
PURSUANT TO 11 U.S.C. §§ 105(A) AND 362
FOR INTERIM AND FINAL ORDERS
ESTABLISHING NOTIFICATION
PROCEDURES AND APPROVING
RESTRICTIONS ON CERTAIN TRANSFERS
OF STOCK OF, AND CLAIMS AGAINST,
THE DEBTORS [DKT. NO. 10]**

Date: March 27, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 THOMAS R. KRELLER, pursuant to 28 U.S.C. § 1746, hereby declares as
2 follows:

3 1. I am a partner of the firm of Milbank LLP ("Milbank"). Milbank maintains an
4 office at, among other places, 2029 Century Park East, 33rd Floor, Los Angeles, California
5 90067. Milbank serves as proposed counsel to the official committee of unsecured creditors (the
6 "Committee") of the above captioned debtors and debtors-in-possession (collectively, the
7 "Debtors").

8
9 2. I submit this declaration regarding the *Motion of Debtors Pursuant to 11 U.S.C.*
10 *§§ 105(A) and 362 for Interim and Final Orders Establishing Notification Procedures and*
11 *Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the Debtors* (the
12 "Motion") [Dkt. No. 10].

13
14 3. For the Court's reference in its consideration of the Motion, attached hereto as
15 Exhibit 1 is a true and accurate copy of the *Debtors' Motion for Entry of an Order Establishing a*
16 *Record Date for Notice and Sell-Down Procedures for Trading in Certain Claims Against the*
17 *Debtors' Estates*, filed on February 25, 2019, in *In re Windstream Holdings, Inc., et al.*, Case
18 No. 19-22312 (RDD), pending in the Bankruptcy Court for the Southern District of New York.

19
20 4. Attached hereto as Exhibit 2 is a true and correct copy of the related *Order*
21 *Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Certain Claims*
22 *Against the Debtors' Estates*, that was entered on February 28, 2019 in that case by the
23 Bankruptcy Court for the Southern District of New York.

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my
2 knowledge and belief.
3

4 DATED: March 26, 2019

MILBANK LLP

5 /s/ Dennis F. Dunne

6 DENNIS F. DUNNE

7 SAMUEL A. KHALIL

8 PAUL S. ARONZON

9 GREGORY A. BRAY

10 THOMAS R. KRELLER

11 *Proposed Counsel for the Official Committee of*
12 *Unsecured Creditors*
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Exhibit 1

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Exhibit 2